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**Attorneys for Plaintiff CLAL Finance Batucha Investment Management Ltd.
And Direct Investment House (Providence Funds) Ltd.**

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

IN RE VERIFONE HOLDINGS, INC.
SECURITIES LITIGATION,

) No. C 07-06140 MHP
)
) Honorable Marilyn Hall Patel
) Courtroom 15
)
) Hearing: March 17, 2008
) 2:00 p.m.

**JOINT DECLARATION OF YOSHI ALHARAL & GIORA ZARECHANSKY IN
SUPPORT OF THE MOTION OF CLAL FINANCE BATUCHA INVESTMENT
MANAGEMENT, LTD. AND DIRECT INVESTMENT HOUSE (PROVIDENCE FUNDS)
LTD.'S MOTION TO APPOINT LEAD PLAINTIFF AND APPROVE LEAD COUNSEL**

Yossi Alharal and Giora Zarechansky declare as follows:

1. We respectfully submit this Joint Declaration in support of the motion of CLAL Finance Batucha Investment Management Ltd. ("CLAL") and Direct Investment House (Providence Funds) Ltd.'s ("Direct") to be appointed Lead Plaintiffs in the above-captioned action regarding Verifone Holdings, Inc. ("Verifone") pursuant to the Private Securities Litigation Reform Act of 1995 ("PSLRA"). We both have personal knowledge of the information contained in this Declaration.

2. I, Yossi Alharal, am the Chief Operating Officer of CLAL Finance Batucha Investment Management, Ltd. I am informed of and understand the requirements and duties imposed upon Lead Plaintiffs by the PSLRA. On January 30, 2008, I executed a Certification authorizing Pomerantz Haudek Block Grossman & Gross LLP ("Pomerantz") to move on CLAL's behalf for appointment as Lead Plaintiff in this action. Each of the accounts listed in my Certification is either a CLAL account or an account for which CLAL has discretion to make all investment decisions. CLAL is authorized under Israeli law and pursuant to contract to pursue litigation on behalf of these accounts for losses incurred in the Verifone Holdings, Inc. Securities Litigation. After due consideration, I determined that it was in the best interests of CLAL to join its application for Lead Plaintiff with Direct. I have known and worked with the Chief Executive Officer of Direct, Giora Zarechansky, for over four years starting when he served as a senior executive at CLAL. Together, we will oversee the direction of the litigation by counsel, as well as any settlement discussions.

3. I, Giora Zarechansky, am the Chief Executive Officer of Direct Investment House (Providence Funds) Ltd. On January 31, 2008, I executed a Certification authorizing Pomerantz to move on Direct's behalf for appointment as Lead Plaintiff in this action. Each of the accounts

listed in my Certification is either a Direct account or an account for which Direct has discretion to make all investment decisions. Direct is authorized under Israeli law and pursuant to contract to pursue litigation on behalf of these accounts for losses incurred in the Verifone Holdings, Inc. Securities Litigation. After due consideration, I determined that it was in the best interest of Direct to join its application for Lead Plaintiff with CLAL. I have known and worked with Yossi Alharal, the Chief Operating Officer at CLAL, for over four years, beginning when I served as a senior executive at CLAL prior to my employment at Direct. Together, we will oversee the direction of the litigation by counsel, as well as any settlement discussions.

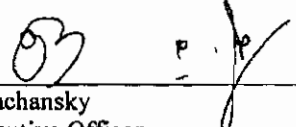
4. We are dedicated to maximizing the recovery to members of the Class in this Action. After reviewing the allegations in the complaints forwarded to us by Pomerantz, and determining that both CLAL and Direct suffered significant losses resulting from their investments in Verifone, we approved Pomerantz's filing of a joint motion for appointment as Lead Plaintiffs.

6. Because of the significant losses suffered by CLAL and Direct, we committed our firms to serve as Lead Plaintiffs in this action and joined together in the prosecution of the claims in the United States with Pomerantz as our counsel. Accordingly, we have agreed to jointly participate in conference calls with Pomerantz at least every thirty days for oral updates on the status of the litigation in addition to regular written updates. We have also agreed to send executive level personnel to California in order to participate in Court appearances, depositions, and other necessary meetings to facilitate the prosecution of this action.

7. We understand that the Lead Plaintiff's role under the PSLRA is to select and retain Lead Counsel and to supervise the prosecution of the litigation. We believe our selected counsel are highly qualified and adequate to represent the interests of the Class. Moreover, we are

committed to overseeing Lead Counsel's prosecution of this litigation, in order to ensure that the matter is handled efficiently and without duplication of work.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 24th day of February, 2008, in Tel Aviv, Israel.



Giora Zerachansky
Chief Executive Officer
Direct Investment House (Provident Funds) Ltd.

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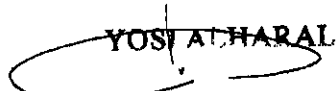
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I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 24 day of February, 2008, in Tel Aviv, Israel.

A handwritten signature in black ink, appearing to read "YOSI ALHARAL", is written over a horizontal line. The signature is stylized with a large, sweeping loop on the left side.

Yossi Alharal
Chief Operating Officer
CLAL Finance Batucha Investment Management, Ltd.